

OMB APPROVAL	
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**FORM ADV**

**Part I - Page 1**

**Uniform Application for Investment Adviser Registration**

This filing is an: or an:	<input type="checkbox"/> Initial Application	If this filing is an Amendment: • Give the Applicant's SEC File Number 801- _____ • Is Applicant now active in business as an Investment Adviser?	Yes	No
	<input type="checkbox"/> Amendment		<input type="checkbox"/>	<input type="checkbox"/>

**WARNING:** Failure to complete this Form accurately and keep it current subjects applicant to administrative, civil and criminal penalties.

1.	A. Applicant's full name (If sole proprietor, state last, first and middle name): _____			
	B. Name under which business is conducted, if different: _____			
	C. If business name is being amended, give previous name: _____			
2.	A. Principal place of business: (Number and Street - Do not use P.O. Box Number)		(City)	(State) (Zip Code)
	B. Hours business is conducted at this location: from _____ to _____		C. Telephone Number (Area Code) (Telephone Number) at this location: _____	
	D. Mailing address, if different from address given in 2A: _____		(City)	(State) (Zip Code)
	E. Is the address in Item 2A or 2D being amended in this filing? .....		Yes <input type="checkbox"/>	No <input type="checkbox"/>
	F. On Schedule E give the addresses and telephone numbers of all offices at which applicant's investment advisory business is conducted, other than the one given in Item 2A.			
3.	A. If books and records required by Section 204 of the Investment Advisers Act of 1940 are kept somewhere other than at the principal place of business given in Item 2A, give the following information (if kept in more than one place, give additional names, addresses and hours of business on Schedule E): Name and address of entity where books and records are kept: _____ (Number and Street) (City) (State) (Zip Code)			
	B. Hours business is conducted at this location: from _____ to _____		C. Telephone Number (Area Code) (Telephone Number) at this location: _____	

**EXECUTION**

For the purpose of complying with the laws of the State(s) I have marked in Item 7 relating to the giving of investment advice, I hereby certify that the applicant is in compliance with applicable state surety bonding requirements and irrevocably appoint the administrator of each of those State(s), or such other person designated by law, and the successors in such office, my attorney in said State(s) upon whom may be served any notice, process or pleading in any action or proceeding against me arising out of or in connection with the offer or sale of securities or commodities, or out of the violation or alleged violation of the laws of those State(s) and I do hereby consent that any such action or proceeding against me may be commenced in any court of competent jurisdiction and proper venue within said State(s) by service of process upon said appointee with the same effect as if I were a resident in said State(s) and had lawfully been served with process in said State(s).

The undersigned, being first duly sworn, deposes and says that he has executed this Form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits attached hereto and other information filed herewith, all of which are made a part hereof, are current, true and complete. The undersigned and applicant further represent that to the extent any information previously submitted is not amended, such information is currently accurate and complete.

Date:	Name of Applicant:	By (Signature):
Typed Name and Title:		
Subscribed and sworn before me this _____ day of _____ 20 ____		
By:		
My commission expires	County of	State of
Answer all items.		

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<b>Applicant:</b>	<b>SEC File Number:</b> 801-	<b>Date:</b>
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4. A. Persons to contact for further information about this Form: (Name) (Title)	
B. Mailing Address (Number and Street, City, State, Zip Code):	Area Code and Telephone Number: ( )

  

5. A. Applicant consents that notice of any proceeding before the Securities and Exchange Commission or a jurisdiction in connection with its investment adviser registration may be given by registered or certified mail or confirmed telegram to: (Last Name) (First Name) (Middle Name)	
B. (Number and Street) (City) (State) (Zip Code)	6. Applicant's fiscal year ends: (Month) (Day)

  

7. In the box below, give status of applicant's investment adviser registration by indicating: "1" for pending "3" for withdrawn before registration within the last 10 years "2" for registered "4" for previously registered within the last 10 years	
<b>Securities and Exchange Commission</b> _____	
AL ___ AK ___ AZ ___ AR ___ CA ___ CO ___ CT ___ DE ___ DC ___ FL ___ GA ___ HI ___ ID ___ IL ___ IN ___ IA ___ KS ___ KY ___ LA ___ ME ___ MD ___ MA ___ MI ___ MN ___ MS ___ MO ___ MT ___ NE ___ NV ___ NH ___ NJ ___ NM ___ NY ___ NC ___ ND ___ OH ___ OK ___ OR ___ PA ___ RI ___ SC ___ SD ___ TN ___ TX ___ UT ___ VT ___ VA ___ WA ___ WV ___ WI ___ WY ___ Puerto Rico ___ Other (Specify): _____	

  

8. Applicant is a (check box that applies and complete those items):			
A. <input type="checkbox"/> CORPORATION- Complete Schedule A.	(1) Date of incorporation (Month, Day, Year):	(2) Jurisdiction where incorporated:	
B. <input type="checkbox"/> PARTNERSHIP- Complete Schedule B.	(1) Date of establishment (Month, Day, Year):	(2) Current legal address (Number, Street, City, State, Zip Code):	
C. <input type="checkbox"/> SOLE PROPRIETORSHIP	(1) Date business began (Month, Day, Year):	(2) Current residence address of proprietor: (Number, Street, City, State, Zip Code)	(3) Social Security No.
D. <input type="checkbox"/> Other - Specify Complete Schedule C	(1) Date of establishment: (Month, Day, Year):	(2) Current legal address (Number, Street, City, State, Zip Code):	

  

9. Is the applicant taking over the business of a registered investment adviser? (If yes, describe the transfer on Schedule E, including the transfer date, and predecessor's full name, IRS employer number and SEC file number) ..... Yes No ..... <input type="checkbox"/> <input type="checkbox"/>	
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10. A. Does any person not named in Item 1A or Schedules A, B, or C, through agreement or otherwise, control the management or policies of applicant? ..... Yes No ..... <input type="checkbox"/> <input type="checkbox"/> (If yes, state on Schedule E the exact name of each person and describe the basis for the person's control.)	
B. Is the applicant financed by a person not named in Items 1A or Schedule A, B, or C other than by: (1) a public offering under the Securities Act of 1933; (2) credit given in the ordinary course of business by banks, suppliers or others; or (3) a satisfactory subordination agreement under Securities Exchange Act of 1934 Rule 15c3-1 (17 CFR 240.15c3-1)? ..... Yes No ..... <input type="checkbox"/> <input type="checkbox"/> (If yes, state on Schedule E the exact name of each person and describe the arrangement through which financing is made available, including the amount.)	

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

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## 11. Disciplinary questions. Definitions:

- Advisory affiliate – A person named in Items 1A, 10A or Schedules A, B or C; or an individual or firm that directly or indirectly controls or is controlled by the applicant, including any current employee except one performing only clerical, administrative, support or similar functions.
- Investment or investment-related – Pertaining to securities, commodities, banking, insurance or real estate (including, but not limited to, acting as or being associated with a broker-dealer, investment company, investment adviser, futures sponsor, bank or savings and loan association).
- Involved – Doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.

## A. In the past ten years has the applicant or an advisory affiliate been convicted of or pleaded guilty or nolo contendere ("no contest") to:

## (1) a felony or misdemeanor involving:

- investment or an investment-related business
- fraud, false statements, or omissions
- wrongful taking of property or
- bribery, forgery, counterfeiting, or extortion?

Yes No

☐ ☐

Yes No

☐ ☐

## (2) any other felony?

## B. Has any court:

Yes No

## (1) in the past ten years, enjoined the applicant or an advisory affiliate in connection with any investment-related activity?

☐ ☐

## (2) ever found that the applicant or an advisory affiliate was involved in a violation of investment-related statutes or regulations?

Yes No

☐ ☐

## C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:

Yes No

## (1) found the applicant or an advisory affiliate to have made a false statement or omission?

☐ ☐

Yes No

## (2) found the applicant or an advisory affiliate to have been involved in a violation of its regulations or statutes?

☐ ☐

## (3) found the applicant or an advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?

Yes No

☐ ☐

## (4) entered an order denying, suspending or revoking the applicant's or an advisory affiliate's registration or otherwise disciplined it by restricting its activities?

Yes No

☐ ☐

## D. Has any other federal regulatory agency or any state regulatory agency:

Yes No

## (1) ever found the applicant or an advisory affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?

☐ ☐

Yes No

## (2) ever found the applicant or an advisory affiliate to have been involved in a violation of investment regulations or statutes?

☐ ☐

Yes No

## (3) ever found the applicant or an advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?

☐ ☐

Yes No

## (4) in the past ten years, entered an order against the applicant or an advisory affiliate in connection with an investment-related activity?

☐ ☐

Yes No

## (5) ever denied, suspended, or revoked the applicant's or an advisory affiliate's registration or license, prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities?

☐ ☐

Yes No

## (6) ever revoked or suspended the applicant's or an advisory affiliate's license as an attorney or accountant?

☐ ☐

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E. Has any self-regulatory organization or commodities exchange ever:

Yes No

(1) found the applicant or an advisory affiliate to have made a false statement or omission? ..... ☐ ☐

Yes No

(2) found the applicant or an advisory affiliate to have been involved in a violation of its rules? ..... ☐ ☐(3) found the applicant or an advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? ..... ☐ ☐

Yes No

(4) disciplined the applicant or an advisory affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities? ..... ☐ ☐F. Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or an advisory affiliate related to investments or fraud? ..... ☐ ☐

Yes No

G. Is the applicant or an advisory affiliate now the subject of any proceeding that could result in a 'yes' answer to parts A-F of this item? ..... ☐ ☐

Yes No

H. Has a bonding company denied, paid out on, or revoked a bond for the applicant? ..... ☐ ☐

Yes No

I. Does the applicant have any unsatisfied judgments or liens against it? ..... ☐ ☐

Yes No

J. Has the applicant or an advisory affiliate of the applicant ever been a securities firm or an advisory affiliate of a securities firm that has been declared bankrupt, had a trustee appointed under the Securities Investor Protection Act, or had a direct payment procedure begun? ..... ☐ ☐

Yes No

K. Has the applicant, or an officer, director or person owning 10% or more of the applicant's securities failed in business, made a compromise with creditors, filed a bankruptcy petition or been declared bankrupt? ..... ☐ ☐

Yes No

If a 'yes' answer on Item 11 involves:

- an individual, complete a Schedule D for the individual
- a partnership, corporation or other organization, on Schedule E give the following details of any court or regulatory action:
  - the organization and individuals named
  - the title and date of the action
  - the court or body taking the action
  - a description of the action.

12. Individual's Education, Business and Disciplinary Background. Complete a Schedule D for each individual who is:

- A. The applicant, named in Part I Item 1A
- B. A control person named in Part I Item 10
- C. An owner of at least 10% of a class of applicant's equity securities
- D. An officer, director, partner, or individual with similar status of applicant, described in Schedule A Item 2a, Schedule B Item 2, or Schedule C Item 2
- E. A member of the applicant's investment committee that determines general investment advice to be given to clients
- F. If applicant has no investment committee, an individual who determines general investment advice (if more than five, complete for their supervisors only)
- G. An individual giving investment advice on behalf of the applicant in the jurisdiction in which this application is filed
- H. An individual reporting a 'yes' answer to the disciplinary question, Part I Item 11

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13. Does applicant have custody (see definition in instructions) of any advisory client:		Yes   No
A. funds .....		<input type="checkbox"/> <input type="checkbox"/>
B. securities .....		Yes   No <input type="checkbox"/> <input type="checkbox"/>
C. If either answer is yes, the value of those funds and securities at the end of applicant's last fiscal year was:		
(1) <input type="checkbox"/> under \$100,000	(3) <input type="checkbox"/> \$1,000,000 to \$5,000,000	
(2) <input type="checkbox"/> \$100,000 to \$1,000,000	(4) <input type="checkbox"/> Over \$5,000,000	
14. Do any of applicant's related persons have custody (see definition in instructions) of advisory client:		
A. funds .....		Yes   No <input type="checkbox"/> <input type="checkbox"/>
B. securities .....		Yes   No <input type="checkbox"/> <input type="checkbox"/>
If either is yes:		
C. is that person a registered broker-dealer qualified to take custody under Section 15 of Securities Exchange Act of 1934? .....		Yes   No <input type="checkbox"/> <input type="checkbox"/>
D. the value of those funds and securities at the end of applicant's last fiscal year was:		
(1) <input type="checkbox"/> under \$100,000	(3) <input type="checkbox"/> \$ 1,000,001 to \$5,000,000	
(2) <input type="checkbox"/> \$100,000 to \$ 1,000,000	(4) <input type="checkbox"/> Over \$5,000,000	
15. Does applicant require prepayment of fees of more than \$500 per client and more than 6 months in advance? .....		Yes   No <input type="checkbox"/> <input type="checkbox"/>
16. With a few exceptions, the "brochure rule" (Advisers Act Rule 204-3) requires that clients must be given information about the investment adviser. Will applicant be giving clients (other than wrap fee clients to be given Schedule H):		
A. Part II of this Form ADV? .....		Yes   No <input type="checkbox"/> <input type="checkbox"/>
B. Another document that includes at least the information contained in Form ADV Part II? .....		Yes   No <input type="checkbox"/> <input type="checkbox"/>
17. A. The number of employees of applicant who perform investment advisory functions (including research, but excluding unrelated functions such as accounting) is: (check only one box)		
(1) <input type="checkbox"/> 1 person, part time	(3) <input type="checkbox"/> 2-9 persons	
(2) <input type="checkbox"/> 1 person primarily involved in providing investment advisory services	(4) <input type="checkbox"/> 10 or more persons	
B. The number of clients to whom applicant provided advisory services during the last fiscal year was:		
(1) <input type="checkbox"/> 14 or fewer	(4) <input type="checkbox"/> 101 to 500	
(2) <input type="checkbox"/> 15 to 50	(5) <input type="checkbox"/> over 500	
(3) <input type="checkbox"/> 51 to 100		

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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18. *Assets Under Management: Discretionary*

Does applicant manage client securities portfolios that receive continuous and regular supervisory or management services on a discretionary basis? ..... ☐ Yes ☐ No

If yes, at the end of applicant's last fiscal year:

A. these securities portfolios numbered .....

B. these securities portfolios, in aggregate market value, totaled \$ .....00 (to nearest dollar)

Determine: (i) whether an account is a "securities portfolio"; (ii) whether a securities portfolio receives "continuous and regular supervisory or management services"; and (iii) the aggregate market value of such a securities portfolio, in accordance with Instruction 7 of Schedule I to Form ADV.

19. *Assets Under Management: Non-Discretionary*

Does applicant manage or supervise client securities portfolios that receive continuous and regular supervisory or management services on a non-discretionary basis? ..... ☐ Yes ☐ No

If yes, at the end of applicant's last fiscal year:

A. these securities portfolios numbered .....

B. these securities portfolios, in aggregate market value, totaled \$ .....00 (to nearest dollar).

Determine: (i) whether an account is a "securities portfolio"; (ii) whether a securities portfolio receives "continuous and regular supervisory or management services"; and (iii) the aggregate market value of such securities portfolio, in accordance with Instruction 7 of Schedule I to Form ADV.

20. Does applicant hold itself out as providing financial planning or some similarly termed services to clients? ..... ☐ Yes ☐ No

If yes, during the last fiscal year applicant provided financial planning services to clients:

A. who numbered:

(1) ☐ 14 or fewer

(4) ☐ 101 to 500

(2) ☐ 15 to 50

(5) ☐ over 500

(3) ☐ 51 to 100

B. whose investments in financial products based on those services totaled:

(1) ☐ under \$ 100,000

(3) ☐ \$ 1,000,001 to \$5,000,000

(2) ☐ \$100,000 to \$1,000,000

(4) ☐ over \$5,000,000

21. Did applicant recommend securities to clients during its last fiscal year in which the applicant acted (itself or through a related person) as an underwriter, general or managing partner, or offeree representative, or had any ownership or sales interest (other than the receipt of normal and customary sales commissions as a broker or broker's representative)? ..... ☐ Yes ☐ No

If yes, the approximate value of securities so recommended during its last fiscal year is:

A. ☐ Under \$50,000

C. ☐ \$250,001 to \$1,000,000

B. ☐ \$50,000 to \$250,000

D. ☐ over \$1,000,000

22. Attach to this Form any financial statements required by the jurisdiction in which applicant is filing, other than the balance sheet required by Part II Item 14.